

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DELAWARE TRUST COMPANY, as TCEH	:
First Lien Indenture Trustee,	:
	:
Plaintiff,	:
	:
-against-	:
	:
WILMINGTON TRUST, N.A., as First Lien	:
Collateral Agent and First Lien Administrative	:
Agent,	:
	:
Defendant.	:
-----X	

Case No. 1:15-cv-02883-PAE

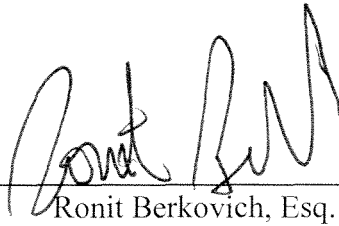
**SECOND AFFIRMATION OF RONIT BERKOVICH, ESQ. IN SUPPORT OF TITAN
INVESTMENT HOLDINGS LP'S MOTION TO INTERVENE**

RONIT BERKOVICH, ESQ., an attorney admitted to practice in the State of New York,
hereby affirms under penalty of perjury as follows:

1. I am a partner at the firm of Weil, Gotshal & Manges LLP, attorneys for proposed intervenor defendant Titan Investment Holdings LP ("Titan").
2. I submit this affirmation in conjunction with Titan's reply in support of Titan's Motion to Intervene, dated April 24, 2015, which seeks an Order granting Titan leave to intervene as a defendant in the above-captioned action as of right pursuant to Federal Rule of Civil Procedure 24(a) or permissively under Federal Rule of Civil Procedure 24(b).
3. A true and correct copy of the Memorandum from Wilmington Trust, N.A. as Collateral Agent to the Administrative Agent for First Lien Lenders Secured Commodity Hedge Counterparties Trustee for Senior Secured Notes Due 2020, dated April 20, 2015, is attached hereto as Exhibit A.
4. A true and correct copy of the transcript of the April 20, 2015 Initial Pretrial Conference in this matter is attached hereto as Exhibit B.

Pursuant to 28 U.S.C. § 1746, I affirm under penalty of perjury that the foregoing is true and correct. Executed on May 6, 2015.

Dated: New York, New York
May 6, 2015



Ronit Berkovich, Esq.
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Investment Holdings LP